

BLUE RIDGE BANKSHARES, INC.

Governance Committee Charter

Approved by Board of Directors on November 20, 2019

Organization - The Board of Directors (the Board) shall have a Governance Committee composed of three or more outside Directors who are independent of the management of Blue Ridge Bankshares, Inc. (the Corporation), are not employed by the Corporation, and are free of any relationship that would interfere with their exercise of independent judgment as a Committee member. Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Statement of Policy - The Governance Committee shall provide assistance to the Board in fulfilling its responsibility to the shareholders, potential shareholders, regulators, and the investment community to ensure that the Corporation's Board practices create a governance environment conducive to value creation and risk management.

Responsibilities - The Governance Committee's policies should remain flexible to react to changing conditions and to ensure that the Corporation can react appropriately to industry, regulatory, and economic conditions. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

The Governance Committee shall:

- Review and recommend to the full Board for approval any changes to the Corporation's articles of incorporation and bylaws.
- Review and recommend to the full Board for approval all Board committees and Director membership of each committee.
- Review and recommend to the full Board for approval all Board officer positions.
- Clearly define the criteria and decisioning framework for new and current Director nominations and committee membership.
- Identify and screen individuals qualified to become members of the Board consistent with the criteria defined by the Committee.
- Act on behalf of the Board in setting Director evaluation processes and monitoring and communicating Director performance to individual Directors and the full Board.
- Consider any director candidates recommended by the Corporation's shareholders.
- Review and recommend to the full Board for approval the annual nomination of Directors for the Corporation's proxy statement.
- Review and recommend to the full Board for approval any interim Director appointments.
- Review and recommend to the full Board for approval all directorships and board officer appointments for Blue Ridge Bank, N.A.
- Review and recommend to the full Board all directorships or key governance positions for any subsidiary or affiliate governing body on which the Corporation has representation directly or through one of its affiliates resulting from ownership greater than 25%.

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation, to review these principles at least once a year and to recommend any changes to the Board.
- Keep abreast of current developments in corporate governance and performance management outside the Corporation and, in particular, within the financial services industry.
- Maintain and update the Corporation's *Minimum Share Requirement Policy* for Directors and executives and report any changes to the full Board.
- Review the circumstances of any issues regarding a Director, including subpar performance, that warrant further consideration by the full Board and recommend to the full Board any appropriate actions to be taken.
- Conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board.
- Review this Charter at least annually and recommend any proposed changes to the Board for approval.
- In the Committee's sole discretion, select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter, and set the compensation and oversee the work of the director search firm.
- Carry out such other responsibilities delegated by the Board.